

# EXHIBIT C

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF TEXAS**

ST. JUDE MEDICAL S.C., INC.,

Plaintiff,

v.

LOUISE MARIE JANSSEN-COUNOTTE

Defendant.

Case No.: \_\_14-cv-877\_\_

**DECLARATON OF LISA  
ANDRADE**

Lisa Andrade declares pursuant to 28 U.S.C. § 1746:

1. I am employed by St. Jude Medical, Inc. ("St. Jude Inc.") as St. Jude Inc.'s Chief Marketing Officer. I have most recently worked for St. Jude Inc. since March 2006, serving in a variety of capacities. I was appointed to my current position on January 1, 2014.

2. I am a resident of Austin, Texas and my office is located in the headquarters of St. Jude' Medical S.C., Inc. ("St. Jude") in Austin, Texas located at 6300 Bee Cave Parkway, Austin, Texas 78746.

3. I make this declaration in support of St. Jude's application for a temporary restraining order, as well as preliminary and permanent injunctive relief to prevent Louise Marie ("Marlou") Janssen-Counotte from taking a position with Biotronik, Inc. ("Biotronik"), one of St. Jude's direct competitors.

4. St. Jude is a Minnesota corporation with its principal place of business in Austin, Texas. St. Jude is a wholly-owned subsidiary of St. Jude Inc., also a Minnesota corporation with its worldwide headquarters in St. Paul, Minnesota, that focuses on providing innovative medical

technologies to treat the world's most expensive epidemic diseases. St. Jude Inc. has over 16,000 employees and 47 percent of its business takes place in the United States.

5. St. Jude Inc. is engaged in the business of developing, manufacturing, marketing, and selling a wide range of sophisticated medical devices and related products used to diagnose and treat cardiovascular disease and other disorders. St. Jude's Austin headquarters houses St. Jude Inc.'s sales operation, which employs thousands of people nationwide and approximately 200 people in Austin, and is responsible for marketing and selling St. Jude Inc.'s entire portfolio of products, including cardiac rhythm management ("CRM") products. St. Jude's Austin headquarters also houses a number of corporate personnel of St. Jude Inc.

6. Biotronik is one of St. Jude's direct competitors. St. Jude and Biotronik compete vigorously against each other in the US and global cardiac pacemaker markets. Both St. Jude and Biotronik sell their cardiovascular medical devices directly to customers, such as physicians and hospitals, and through authorized sales representatives.

7. As a manufacturer and sales organization in the highly technical and competitive medical device industry, St. Jude Inc and its affiliates survive on the integrity of its trade secrets. As such, they take significant efforts to maintain the secrecy of their confidential information, by adopting policies and implementing procedures designed to safeguard that information.

8. Each year St. Jude and its affiliates prepare a 5-year, global strategic plan (the "Strat Plan"), which provides a detailed roadmap to competitive strategy, including product development, product launches, pricing, market strategy, growth forecasts, data development plans, customer targeting, market share information, plans and goals, and talent development strategy for the United States and globally. The Strat Plan is among St. Jude's most critical,

confidential, and trade secret information. Obtaining the Strat Plan would allow a competitor a huge, unfair advantage in competing with St. Jude.

9. During the spring of 2014, Ms. Janssen-Counotte participated in a working group preparing the Strat Plan. As a member of this working group, Ms. Janssen-Counotte obtained highly confidential strategic information regarding global operations, including operations in the United States.

10. From June 2 to June 4, 2014, Ms. Janssen-Counotte and I attended meetings in Dallas, Texas in which the Strat Plan was revealed to and discussed among the highest level executives from St. Jude Inc. and its affiliates (the "Strat Plan Meeting"). The purpose of the meeting was to discuss and strategize regarding the implementation of this plan, and to challenge and refine the plan, on a highly confidential basis.

11. The Strat Plan Meeting was limited to the most senior executives of St. Jude Inc. and its affiliates selected to attend the meeting by St. Jude Inc.'s Chief Operating Officer, Mike Rousseau. All of the attendees were advised of the confidentiality of the meeting.

12. As a result of participating in the meeting and the working group Ms. Janssen-Counotte gained access to confidential trade secrets well beyond those that pertained to her job in Europe, including St. Jude US trade secrets. Ms. Janssen-Counotte's participation in the Strat Plan Meeting provided her with intimate knowledge of St. Jude's trade secrets, business opportunities, strategies, customer relationships and preferences, and business development initiatives. In particular, Ms. Janssen-Counotte gained access to St. Jude's crucial, current, confidential, and proprietary US information and trade secrets, including:

- Product pipeline and new product rollout plans, along with the financial and technical data underlying these plans;

- Product pricing;
- Target customers and sectors;
- Global market strategy across all product lines;
- Sales techniques and strategies; and
- Growth model.

13. At no time before or during the Strat Plan Meeting did Ms. Janssen-Counotte disclose to me, or to my knowledge anyone at St. Jude, that she had engaged or was engaging in discussions with Biotronik or that she planned on resigning and beginning employment with Biotronik. Nor did she excuse herself from the meeting to avoid exposure to any of St. Jude's competitively sensitive information.

14. Ms. Janssen-Counotte would not have been allowed to attend the Strat Plan Meeting or participate in the working group's preparation for the meeting had we known that she was discussing or intended to discuss employment with Biotronik.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 15th of September, 2014

Austin, Texas

**Lisa Andrade**

Lisa Andrade

Digitally signed by Lisa Andrade  
DN: cn=Lisa Andrade, o, ou,  
email=landrade@sjm.com, c=US  
Date: 2014.09.15 23:29:53 -04'00'